

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

IN RE	:	
	:	Chapter 11
W. R. GRACE & CO.	:	
	:	Case No. 01-01139 (JKF)
Debtor.	:	Related Docket Item: 23999

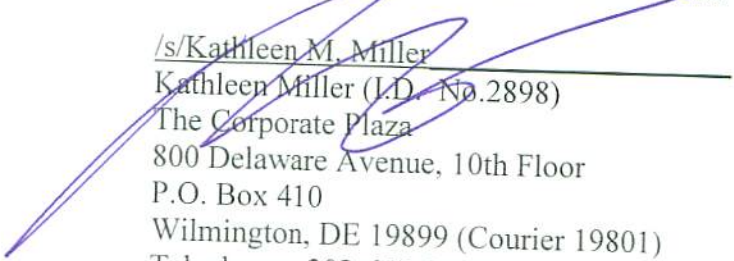
**NO ORDER REQUIRED CERTIFICATION OF NO OBJECTION TO  
EIGHTY-FIFTH MONTHLY FEE APPLICATION OF  
PRICEWATERHOUSECOOPERS LLP, AUDITORS AND TAX CONSULTANTS  
TO THE DEBTORS, FOR ALLOWANCE OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR THE MONTH OF OCTOBER 2009**

On November 11, 2009, PricewaterhouseCoopers LLP ("PwC"), Auditors and Tax Consultants to the Debtors filed its Eighty-fifth Monthly Fee Application of PricewaterhouseCoopers LLP, Auditors and Tax Consultants for Debtors, For Allowance of Compensation and Reimbursement of Expenses for the Month of October 2009 (Docket No. 23999) (the "Application"). The notice filed with the Application provided an objection deadline of 4:00 pm (Eastern Standard Time) on January 4, 2010. The undersigned hereby certifies that no answer, objection or any responsive pleading with respect to the Application has been filed with the Court.

Pursuant to the Administrative Order Pursuant to Sections 105 and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals dated February 31, 2001 ("the Order"), the Debtor is authorized to pay PwC \$199,872.72 which represents eighty percent (80%) of the fees, and \$4,141.90 which represents 100% of the expenses requested in the Application upon the filing of this Certification and without the need for entry of a Court order approving the Application.

Dated: January 1, 2010

SMITH, KATZENSTEIN & FURLOW, LLP

  
/s/Kathleen M. Miller

Kathleen Miller (L.D. No. 2898)

The Corporate Plaza

800 Delaware Avenue, 10th Floor

P.O. Box 410

Wilmington, DE 19899 (Courier 19801)

Telephone: 302-652-8400

Facsimile: 302-652-8405

Email: Kmillers@skfdelaware.com

Attorneys for PricewaterhouseCoopers LLP

**CERTIFICATE OF SERVICE**

I hereby certify that on the 11 day of January, 2010, a copy of the *No Order Required Certification of No Objection to Eighty-fifth Monthly Fee Application of PricewaterhouseCoopers LLP, Auditors and Tax Consultants to the Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of October 2009* was served on the following parties in the manner herein indicated:

W.R. Grace & Co.  
7500 Grace Drive  
Columbia, MD 21044  
Attn: David B. Siegel, Senior Vice President  
and General Counsel  
VIA U.S. MAIL/E-MAIL IN PDF  
FORMAT TO  
[william.sparks@grace.com](mailto:william.sparks@grace.com)

Laura Davis Jones, Esq.  
Pachulski, Stang, Ziehl, Young &  
Jones, P.C.  
919 North Market Street, Suite 1600  
P.O. Box 8705  
Wilmington, DE 19899-8705  
VIA E-MAIL IN PDF FORMAT  
TO [ljones@pszjlaw.com](mailto:ljones@pszjlaw.com)

Neil Glassman, Esq.  
Kathryn Sallie, Esq.  
Bayard  
222 Delaware Avenue, Suite 900  
P.O. Box 25130  
Wilmington, DE 19899  
VIA E-MAIL IN PDF FORMAT  
TO [nglassman@bayardlaw.com](mailto:nglassman@bayardlaw.com)

Michael R. Lastowski, Esq.  
Duane, Morris & Heckscher, LLP  
1100 N. Market Street, Suite 1200  
Wilmington, DE 19801-1246  
VIA E-MAIL IN PDF FORMAT  
TO [mlastowski@duanemorris.com](mailto:mlastowski@duanemorris.com)

Michael B. Joseph, Esq.  
Ferry & Joseph, P.A.  
824 Market Street, Suite 904  
P.O. Box 1351  
Wilmington, DE 19899  
VIA E-MAIL IN PDF FORMAT  
TO [ttacconelli@ferryjoseph.com](mailto:ttacconelli@ferryjoseph.com)

Mark Hurford, Esq.  
Campbell & Levine, LLC  
800 N. King Street  
Suite 300  
Wilmington, DE 19801  
VIA E-MAIL IN PDF FORMAT  
TO [mhurford@camlev.com](mailto:mhurford@camlev.com)

Teresa K.D. Currier, Esq.  
Saul Ewing LLP  
222 Delaware Avenue  
Wilmington DE 19801  
VIA E-MAIL IN PDF FORMAT  
TO [tcurrier@saul.com](mailto:tcurrier@saul.com)

Frank J. Perch, Esq.  
Office of the United States Trustee  
844 King Street, Suite 2311  
Wilmington, DE 19801  
VIA U.S. MAIL

James Kapp, Esquire  
Deanna Boll, Esq.  
Kirkland & Ellis  
200 East Randolph Drive  
Chicago, IL 60601  
VIA E-MAIL IN PDF FORMAT  
TO [dboll@kirkland.com](mailto:dboll@kirkland.com)

Douglas Bacon Esq.  
Carol Hennessey, Esq.  
Latham & Watkins  
Sears Tower  
Suite 5800  
Chicago, IL 60606  
VIA E-MAIL IN PDF FORMAT  
TO [douglas.bacon@lw.com](mailto:douglas.bacon@lw.com) and  
[carol.hennessey@lw.com](mailto:carol.hennessey@lw.com)

Lewis Kruger, Esq.  
Stroock & Stroock & Lavan LLP  
180 Maiden Lane  
New York, NY 10038-4982  
VIA E-MAIL IN PDF FORMAT  
TO [akrieger@stroock.com](mailto:akrieger@stroock.com)


Scott L. Baena, Esq.  
Bilzin, Sumberg, Dunn, Baena,  
Price & Axelrod, LLP  
First Union Financial Center  
200 South Biscayne Blvd, Suite 2500  
Miami, FL 33131  
VIA E-MAIL IN PDF FORMAT  
TO [jsakalo@bilzin.com](mailto:jsakalo@bilzin.com)

Elihu Inselbuch, Esq.  
Caplin & Drysdale  
399 Park Avenue, 36th Floor  
New York, NY 10022  
VIA E-MAIL IN PDF FORMAT  
TO [pvnl@capdale.com](mailto:pvnl@capdale.com)

Philip Bentley, Esq.  
Kramer, Levin, Naftalis &  
Frankel, LLP  
919 Third Avenue  
New York, NY 10022  
VIA E-MAIL IN PDF FORMAT  
TO [pbentley@kramerlevin.com](mailto:pbentley@kramerlevin.com)

Warren H. Smith  
Warren H. Smith & Associates  
Republic Center  
325 North Saint Paul Street  
Dallas, TX 75201  
VIA U.S. MAIL/E-  
MAIL IN AN ELECTRONIC FORMAT  
TO [feeaudit@whsmithlaw.com](mailto:feeaudit@whsmithlaw.com)

Janet S. Baer, Esquire  
The Law Offices of Janet S. Baer, P.C.  
70 W. Madison St.  
Suite 2100  
Chicago, IL 60602  
VIA E-MAIL IN PDF FORMAT  
TO [jbaer@jsbpc.com](mailto:jbaer@jsbpc.com)

  
/s/Kathleen M. Miller  
Kathleen M. Miller